

RECORDATION NO. 30212 FILED

MAY 09 '12 -3 28 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847 318 7575
Fax 847 318 7588
www.firstunionrail.com

Via UPS NEXT DAY AIR

May 8, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W., Suite 100
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated August 19, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are.

Lessor First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee Universal Well Services, Inc
18360 Technology Drive
Meadville, PA 16335

A description of the railroad equipment covered by the enclosed document is for fifty (50) hopper cars with UMPX marks (see Exhibit A for car numbers)

A short summary of the document to appear in the index follows **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosure
(UNWE001)

ASSGN. NO . UNWE001

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of August, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Universal Well Services, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 19, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 19, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST.

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MKTTitle: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETINGBy: K. A. DombrowskiName: K. A. DombrowskiTitle: DIRECTOR OF DOCUMENTATION Executed on this 19th day of AUGUST, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of August, 2011

Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

UNIVERSAL WELL SERVICES, INC.

ATTEST:

By: John B. Brantigan
Name: John B Brantigan
Title: Corporate Counsel

By: Roger Willis
Name: Roger Willis
Title: President

Executed on this 17th day of August, 2011.

[CORPORATE SEAL]

STATE OF Pennsylvania
COUNTY OF Crawford

I, AMELIA A TONER, a Notary Public of the County and State aforesaid, certify that ROGER WILLIS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17 day of August, 2011

Amelia A. Toner
Notary Public

Commission Expires:

March 3, 2014
(Notary Public)

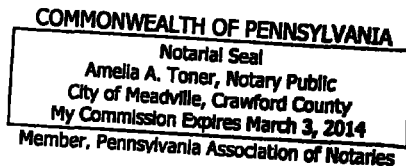


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS:

UMPX	806026	UMPX	806051
UMPX	806027	UMPX	806052
UMPX	806028	UMPX	806053
UMPX	806029	UMPX	806054
UMPX	806030	UMPX	806055
UMPX	806031	UMPX	806056
UMPX	806032	UMPX	806057
UMPX	806033	UMPX	806058
UMPX	806034	UMPX	806059
UMPX	806035	UMPX	806060
UMPX	806036	UMPX	806061
UMPX	806037	UMPX	806062
UMPX	806038	UMPX	806063
UMPX	806039	UMPX	806064
UMPX	806040	UMPX	806065
UMPX	806041	UMPX	806066
UMPX	806042	UMPX	806067
UMPX	806043	UMPX	806068
UMPX	806044	UMPX	806069
UMPX	806045	UMPX	806070
UMPX	806046	UMPX	806071
UMPX	806047	UMPX	806072
UMPX	806048	UMPX	806073
UMPX	806049	UMPX	806074
UMPX	806050	UMPX	806075